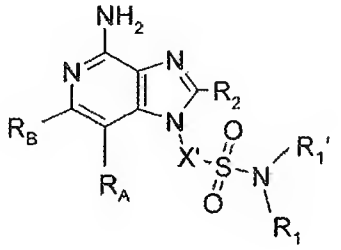
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (canceled)

2. (original) A compound of the formula (Ia):



(Ia)

wherein:

X' is selected from the group consisting of -CH(R_9)-, -CH(R_9)-alkylene, and -CH(R_9)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

R_1 and R_1' are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

halogen,

cyano,

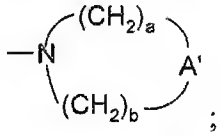
nitro,

arylsulfonyl,

alkylsulfonyl, and

$-N(R_9)_2$,

or R_1 and R_1' can join together to form a ring of the formula:



;

R_2 is selected from the group consisting of:

$-R_4$,

$-X-R_4$,

$-X-Y-R_4$, and

$-X-R_5$;

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

-O-C(R_6)-,

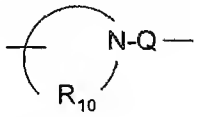
-O-C(O)-O-,

-N(R_8)-Q-,

-C(R_6)-N(R_8)-,

-O-C(R_6)-N(R_8)-,

-C(R_6)-N(OR_9)-,



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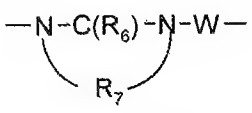

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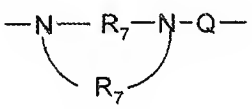

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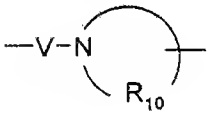
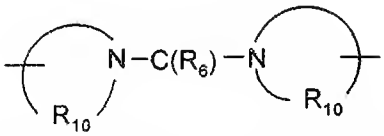


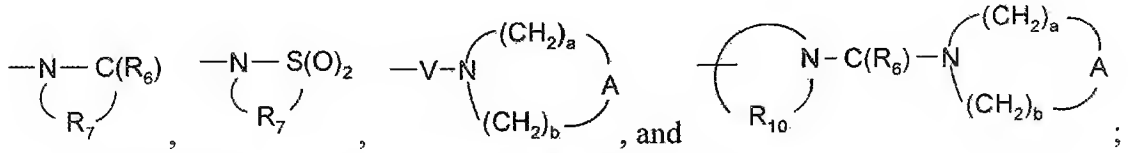
, and



;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$, and $-N(R_4)-$;

A' is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$,$-N(R_4)-$, and $-N(Q-R_4)-$;

Q is selected from the group consisting of a bond, $-C(R_6)-$, $-C(R_6)-C(R_6)-$, $-S(O)_2-$, $-C(R_6)-N(R_8)-W-$, $-S(O)_2-N(R_8)-$, $-C(R_6)-O-$, and $-C(R_6)-N(OR_9)-$;

V is selected from the group consisting of $-C(R_6)-$, $-O-C(R_6)-$, $-N(R_8)-C(R_6)-$, and $-S(O)_2-$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2-$;

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

R_A and R_B are independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

or R_A and R_B taken together form either a fused aryl ring that is unsubstituted or substituted by one or more R_a groups, or a fused 5 to 7 membered saturated ring that is unsubstituted or substituted by one or more R_c groups;

or R_A and R_B taken together form a fused heteroaryl or 5 to 7 membered saturated ring, containing one heteroatom selected from the group consisting of N and S, wherein the heteroaryl ring is unsubstituted or substituted by one or more R_b groups, and the 5 to 7 membered saturated ring is unsubstituted or substituted by one or more R_c groups;

R_a is selected from the group consisting of:

fluoro,

alkyl,

haloalkyl,

alkoxy, and

$-N(R_9)_2$;

R_b is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy, and

$-N(R_9)_2$; and

R_c is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

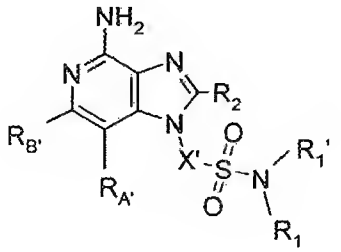
alkoxy,

alkylthio, and

$-N(R_9)_2$;

or a pharmaceutically acceptable salt thereof.

3. (original) A compound of the formula (Ib):



Ib

wherein:

X' is selected from the group consisting of -CH(R_9)-, -CH(R_9)-alkylene, and -CH(R_9)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

R_1 and R_1' are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

halogen,

cyano,

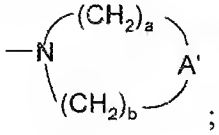
nitro,

arylsulfonyl,

alkylsulfonyl, and

$-N(R_9)_2$,

or R_1 and R_1' can join together to form a ring of the formula:



;

R_2 is selected from the group consisting of:

$-R_4$,

$-X-R_4$,

$-X-Y-R_4$, and

$-X-R_5$;

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

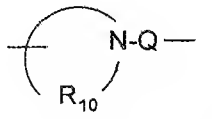
-O-C(O)-O-,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,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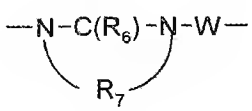
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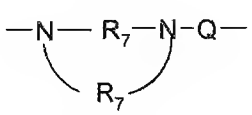
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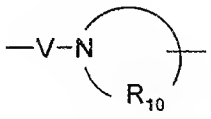
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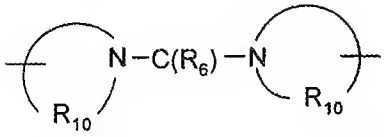
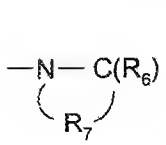

;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of: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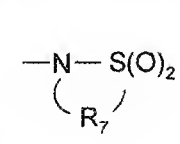
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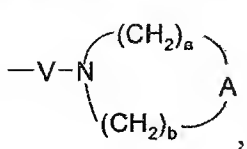
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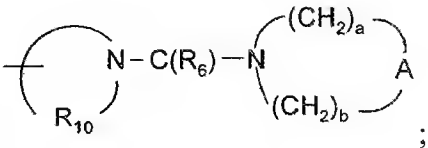

;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$, and $-N(R_4)-$;

A' is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$,$-N(R_4)-$, and $-N(Q-R_4)-$;

Q is selected from the group consisting of a bond, $-C(R_6)-$, $-C(R_6)-C(R_6)-$, $-S(O)_2-$, $-C(R_6)-N(R_8)-W-$, $-S(O)_2-N(R_8)-$, $-C(R_6)-O-$, and $-C(R_6)-N(OR_9)-$;

V is selected from the group consisting of $-C(R_6)-$, $-O-C(R_6)-$, $-N(R_8)-C(R_6)-$, and $-S(O)_2-$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2-$;

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7; and

$R_{A'}$ and $R_{B'}$ are independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

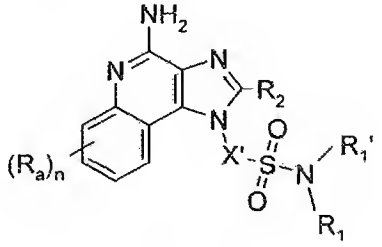
alkoxy,

alkylthio, and

$-N(R_9)_2$;

or a pharmaceutically acceptable salt thereof.

4. (original) A compound of the formula (II):



(II)

wherein:

X' is selected from the group consisting of $-CH(R_9)-$, $-CH(R_9)$-alkylene, and

-CH(R_9)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

R_1 and R_1' are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

halogen,

cyano,

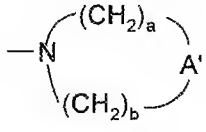
nitro,

arylsulfonyl,

alkylsulfonyl, and

-N(R_9)$_2$,

or R_1 and R_1' can join together to form a ring of the formula:



;

R_2 is selected from the group consisting of:

$-R_4$,

$-X-R_4$,

$-X-Y-R_4$, and

$-X-R_5$;

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

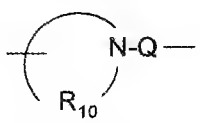
-O-C(O)-O-,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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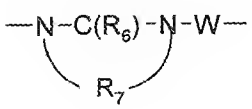

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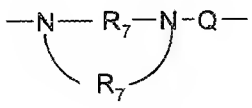
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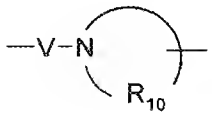
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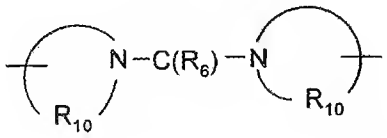
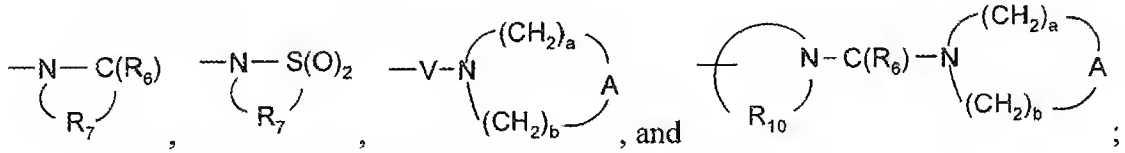

;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl,heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:


;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$, and $-N(R_4)-$;

A' is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$,$-N(R_4)-$, and

$-N(Q-R_4)-$;

Q is selected from the group consisting of a bond, $-C(R_6)-$, $-C(R_6)-C(R_6)-$, $-S(O)_2-$, $-C(R_6)-N(R_8)-W-$, $-S(O)_2-N(R_8)-$, $-C(R_6)-O-$, and $-C(R_6)-N(OR_9)-$;

V is selected from the group consisting of $-C(R_6)-$, $-O-C(R_6)-$, $-N(R_8)-C(R_6)-$, and $-S(O)_2-$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2-$;

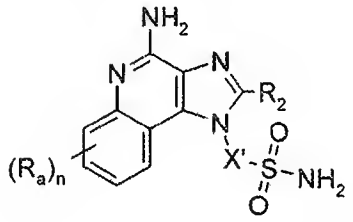
a and b are independently integers from 1 to 6 with the proviso that $a + b \leq 7$;

R_a is selected from the group consisting of fluoro, alkyl, haloalkyl, alkoxy, and $-N(R_9)_2$; and

n is 0 to 4;

or a pharmaceutically acceptable salt thereof.

5. (original) A compound of the formula (IIa):



(IIa)

wherein:

X' is selected from the group consisting of $-CH(R_9)-$, $-CH(R_9)$-alkylene, and $-CH(R_9)$-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

R_2 is selected from the group consisting of:

$-R_4$,

$-X-R_4$,

$-X-Y-R_4$, and

$-X-R_5$;

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can

be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

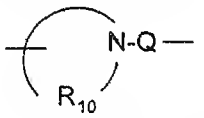
-O-C(O)-O-,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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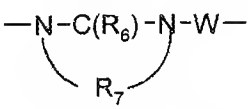

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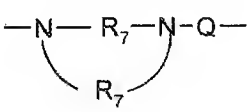

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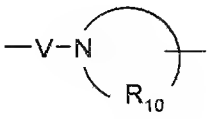
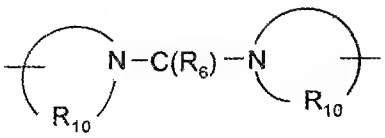


, and

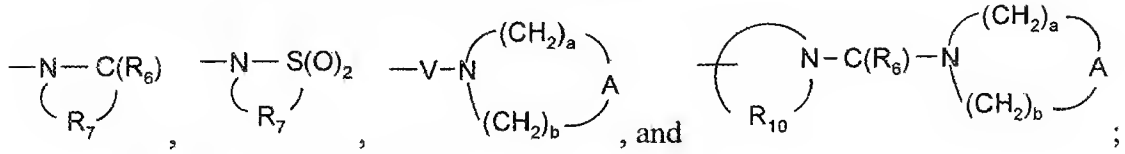


;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl,

heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, habgen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$, and $-N(R_4)-$;

Q is selected from the group consisting of a bond, $-C(R_6)-$, $-C(R_6)-C(R_6)-$, $-S(O)_2-$, $-C(R_6)-N(R_8)-W-$, $-S(O)_2-N(R_8)-$, $-C(R_6)-O-$, and $-C(R_6)-N(OR_9)-$;

V is selected from the group consisting of $-C(R_6)-$, $-O-C(R_6)-$, $-N(R_8)-C(R_6)-$, and $-S(O)_2-$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2-$;

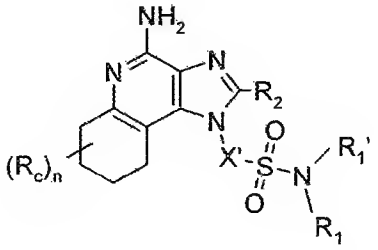
a and b are independently integers from 1 to 6 with the proviso that $a + b \leq 7$;

R_a is selected from the group consisting of fluoro, alkyl, haloalkyl, alkoxy, and $-N(R_9)_2$; and

n is 0 to 4;

or a pharmaceutically acceptable salt thereof.

6. (original) A compound of the formula (III):



(III)

wherein:

X' is selected from the group consisting of -CH(R_9)-, -CH(R_9)-alkylene, and -CH(R_9)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

R_1 and R_1' are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

halogen,

cyano,

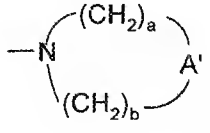
nitro,

arylsulfonyl,

alkylsulfonyl, and

$-N(R_9)_2$,

or R_1 and R_1' can join together to form a ring of the formula:



;

R_2 is selected from the group consisting of:

$-R_4$,

$-X-R_4$,

$-X-Y-R_4$, and

$-X-R_5$;

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

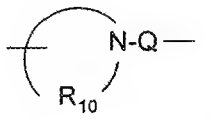
-O-C(O)-O-,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,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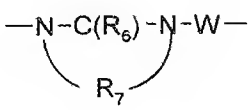
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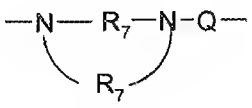
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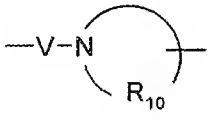
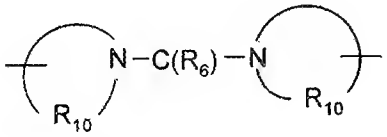
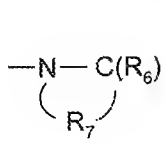

, and


;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro,hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of: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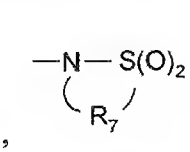
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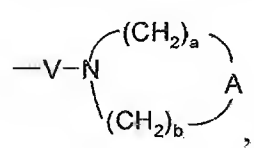
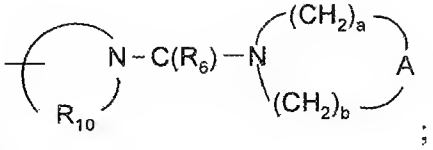

, and

;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$, and $-N(R_4)-$;

A' is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$,$-N(R_4)-$, and $-N(Q-R_4)-$;

Q is selected from the group consisting of a bond, $-C(R_6)-$, $-C(R_6)-C(R_6)-$, $-S(O)_2-$, $-C(R_6)-N(R_8)-W-$, $-S(O)_2-N(R_8)-$, $-C(R_6)-O-$, and $-C(R_6)-N(OR_9)-$;

V is selected from the group consisting of $-C(R_6)-$, $-O-C(R_6)-$, $-N(R_8)-C(R_6)-$, and $-S(O)_2-$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2-$;

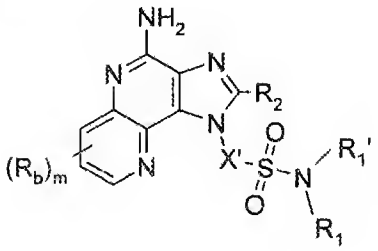
a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

R_c is selected from the group consisting of halogen, hydroxy, alkyl, alkenyl, haloalkyl, alkoxy, alkylthio, and $-N(R_9)_2$; and

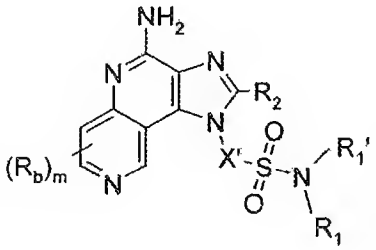
n is 0 to 4;

or a pharmaceutically acceptable salt thereof.

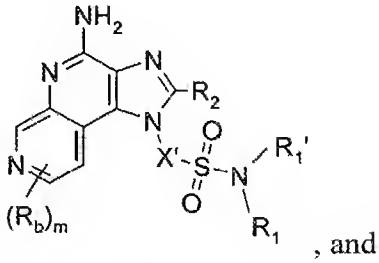
7. (original) A compound selected from the group consisting of formulas (IV, V, VI, and VII):



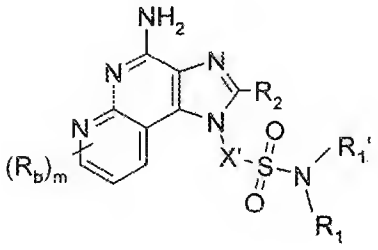
(IV)



(V)



(VI), and



(VII)

wherein:

X' is selected from the group consisting of -CH(R_9)-, -CH(R_9)-alkylene, and -CH(R_9)-alkenylene-; wherein the alkylene and alkenylene are optionally interrupted with one or more -O- groups;

R_1 and R_1' are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

haloalkoxy,

halogen,

cyano,

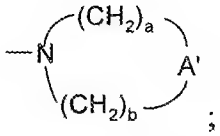
nitro,

arylsulfonyl,

alkylsulfonyl, and

-N(R_9)$_2$,

or R_1 and R_1' can join together to form a ring of the formula:



;

R_2 is selected from the group consisting of:

$-R_4$,

$-X-R_4$,

$-X-Y-R_4$, and

$-X-R_5$;

X is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

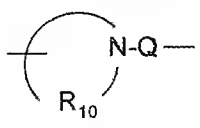
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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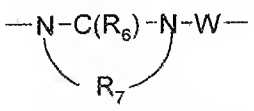

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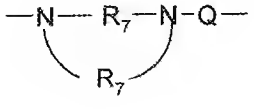

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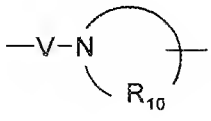
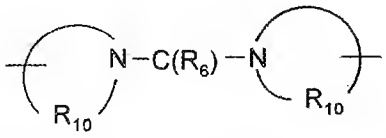


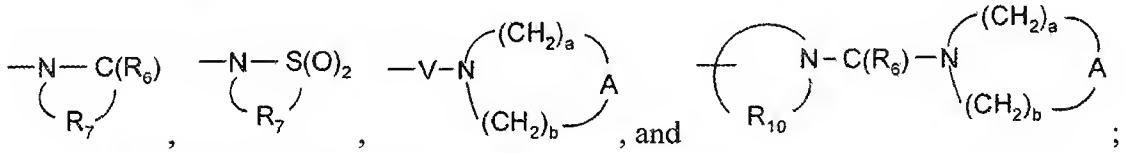
, and



;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkylenyloxy, heteroaryl, heteroaryloxy, heteroarylalkylenyloxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkylenyloxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



, , , and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, alkyl, alkoxyalkylenyl, and arylalkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$, and $-N(R_4)-$;

A' is selected from the group consisting of -O-, -C(O)-, $-CH_2-$, $-S(O)_{0-2}-$,$-N(R_4)-$, and $-N(Q-R_4)-$;

Q is selected from the group consisting of a bond, $-C(R_6)-$, $-C(R_6)-C(R_6)-$,

$-S(O)_2-$, $-C(R_6)-N(R_8)-W-$, $-S(O)_2-N(R_8)-$, $-C(R_6)-O-$, and $-C(R_6)-N(OR_9)-$;

V is selected from the group consisting of $-C(R_6)-$, $-O-C(R_6)-$, $-N(R_8)-C(R_6)-$, and $-S(O)_2-$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2-$;

a and b are independently integers from 1 to 6 with the proviso that $a + b \leq 7$;

R_b is selected from the group consisting of halogen, hydroxy, alkyl, alkenyl, haloalkyl, alkoxy, and $-N(R_9)_2$; and

m is 0 to 3;

or a pharmaceutically acceptable salt thereof.

8-9. (canceled)

10. (original) The compound or salt of claim 3 wherein $R_{A'}$ and $R_{B'}$ are independently selected from the group consisting of hydrogen and C_{1-4} alkyl.

11. (currently amended) The compound or salt of claim 7 ~~or claim 8~~ wherein m is 0.

12. (currently amended) The compound or salt ~~of any one~~ of claims ~~4, 5, or 6~~ wherein n is 0.

13. (canceled)

14. (currently amended) The compound or salt of claim 2~~13~~ wherein R_1' is hydrogen or alkyl, and R_1 is selected from the group consisting of hydrogen, alkyl, aryl, substituted aryl, arylalkylenyl, substituted arylalkylenyl, and heteroaryl.

15. (currently amended) The compound or salt of claim 2~~13~~ wherein R_1' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, cyclohexyl, phenyl, 4-methoxyphenyl, benzyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.

16. (original) The compound or salt of claim 15 wherein R_1 and R_1' are both hydrogen.

17. (canceled)

18. (currently amended) The compound or salt of claim 2~~17~~ wherein R_1 and R_1' join together to form a morpholine ring.

19. (canceled)

20. (currently amended) The compound or salt of claim 2~~19~~ wherein R_2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkyl-O-C_{1-4} alkylenyl, and HO-C_{1-3} alkylenyl.

21. (original) The compound or salt of claim 20 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, *n*-propyl, *n*-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.

22. (canceled)

23. (currently amended) The compound or salt ~~of any one~~ of claims 2~~1 through 21~~ wherein X' is $-(CH_2)_{1-7}-$.

24. (currently amended) The compound or salt ~~of any one~~ of claims 2~~1 through 21~~ wherein X' is $-(CH_2)-C(CH_3)_2-$.

25. (currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt ~~of any one~~ of claims 2~~1 through 24~~ in combination with a pharmaceutically acceptable carrier.

26. (currently amended) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt ~~of any one~~ of claims 2~~1 through 24 or a pharmaceutical composition of claim 25~~ to the animal.

27. (currently amended) A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt ~~of any one~~ of claims 21 ~~through 24 or a pharmaceutical composition of claim 25~~ to the animal.

28. (currently amended) A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt ~~of any one~~ of claims 21 ~~through 24 or a pharmaceutical composition of claim 25~~ to the animal.

29-34. (canceled)

35. (new) The compound or salt of claim 3 wherein R_1' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, cyclohexyl, phenyl, 4-methoxyphenyl, benzyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.

36. (new) The compound or salt of claim 3 wherein R_1 and R_1' are both hydrogen.

37. (new) The compound or salt of claim 3 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.

38. (new) The compound or salt of claim 3 wherein X' is $-(CH_2)_{1-7}-$.

39. (new) The compound or salt of claim 4 wherein R_1' is hydrogen or alkyl, and R_1 is selected from the group consisting of hydrogen, alkyl, aryl, substituted aryl, arylalkylenyl, substituted arylalkylenyl, and heteroaryl.

40. (new) The compound or salt of claim 4 wherein R_1' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, cyclohexyl, phenyl,

4-methoxyphenyl, benzyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.

41. (new) The compound or salt of claim 4 wherein R_2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkyl-O-C_{1-4} alkylenyl, and HO-C_{1-3} alkylenyl.

42. (new) The compound or salt of claim 41 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.

43. (new) The compound or salt of claim 4 wherein X' is -$(CH_2)_{1-7}$-.

44. (new) The compound or salt of claim 4 wherein X' is -(CH_2)-$C(CH_3)_2$-.

45. (new) The compound or salt of claim 5 wherein n is 0.

46. (new) The compound or salt of claim 5 wherein R_2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkyl-O-C_{1-4} alkylenyl, and HO-C_{1-3} alkylenyl.

47. (new) The compound or salt of claim 46 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.

48. (new) The compound or salt of claim 5 wherein X' is -$(CH_2)_{1-7}$-.

49. (new) The compound or salt of claim 5 wherein X' is -(CH_2)-$C(CH_3)_2$-.

50. (new) The compound or salt of claim 6 wherein n is 0.

51. (new) The compound or salt of claim 6 wherein R_1' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, cyclohexyl, phenyl,

4-methoxyphenyl, benzyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.

52. (new) The compound or salt of claim 6 wherein R_1 and R_1' are both hydrogen.

53. (new) The compound or salt of claim 6 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.

54. (new) The compound or salt of claim 6 wherein X' is $-(CH_2)_{1-7}-$.

55. (new) The compound or salt of claim 7 wherein R_1' is hydrogen or methyl, and R_1 is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, cyclohexyl, phenyl, 4-methoxyphenyl, benzyl, 4-methoxybenzyl, 2-pyridyl, 3-pyridyl, 4-chlorophenyl, and 4-fluorophenyl.

56. (new) The compound or salt of claim 7 wherein R_1 and R_1' are both hydrogen.

57. (new) The compound or salt of claim 7 wherein R_2 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, hydroxymethyl, 2-hydroxyethyl, ethoxymethyl, and 2-methoxyethyl.

58. (new) The compound or salt of claim 7 wherein X' is $-(CH_2)_{1-7}-$.

59. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 3 in combination with a pharmaceutically acceptable carrier.

60. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 3 to the animal.

61. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 4 in combination with a pharmaceutically acceptable carrier.

62. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 4 to the animal.

63. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 5 in combination with a pharmaceutically acceptable carrier.

64. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 5 to the animal.

65. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 6 in combination with a pharmaceutically acceptable carrier.

66. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 6 to the animal.

67. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 7 in combination with a pharmaceutically acceptable carrier.

68. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 7 to the animal.